

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Ref. Docket No. 1454, 1596.

**ORDER GRANTING APPLICATION OF NNN REIT, LP FOR
ALLOWANCE AND PAYMENT OF AN ADMINISTRATIVE EXPENSE CLAIM**

Upon the Application (the “Application”) of NNN REIT, LP (“NNN”), for entry of an order granting the allowance and payment of an administrative expense claim (the “Administrative Expense Claim”) attached hereto as Exhibit 1; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue is

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

proper under 28 U.S.C. §§ 1408 and 1409; and this Court having determined that notice of the Application provided by NNN was adequate and sufficient under the circumstances and that no further notice of the Application need be provided; and this Court having reviewed the Application and the exhibits thereto; and this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** as follows:

1. The Administrative Expense Claim is hereby granted, approved, and allowed in the total amount of \$1,909,982.92.

2. The Plan Administrator shall pay NNN the Administrative Expense Claim within seven (7) days of the entry of this Order.

Exhibit 1

Administrative Expenses

Date Claim Filed	Claim No	Administrative Portion
1/23/2025	1122	\$ 18,721.31
1/23/2025	1126	\$ 18,085.87
1/29/2025	1130	\$ 20,784.83
1/29/2025	1133	\$ 9,339.36
1/7/2025	1134	\$ 13,621.70
2/13/2025	1136	\$ 10,267.28
2/5/2025	1137	\$ 19,641.22
1/21/2025	1142	\$ 9,997.64
1/21/2025	1176	\$ 16,876.76
1/21/2025	1179	\$ 18,437.01
1/21/2025	1200	\$ 21,146.48
1/21/2025	1202	\$ 17,554.07
1/21/2025	1227	\$ 40,398.82
1/21/2025	1240	\$ 15,835.34
1/21/2025	1241	\$ 12,669.85
1/22/2025	1277	\$ 28,269.62
1/22/2025	1294	\$ 416.82
1/22/2025	1298	\$ 413.63
1/22/2025	1301	\$ 14,060.75
1/22/2025	1305	\$ 20,356.47
1/22/2025	2570	\$ 120,516.79
1/22/2025	2647	\$ 38,042.36
1/22/2025	2648	\$ 18,669.15
1/22/2025	2649	\$ 6,016.99
1/22/2025	2650	\$ 22,154.50
1/22/2025	2651	\$ 39,248.04
1/22/2025	2652	\$ 240,788.35
2/25/2025	2656	\$ 621,666.41
3/13/2025	2657	\$ 57,709.50
3/13/2025	2659	\$ 38,725.81
3/13/2025	1076	\$ 21,324.38
3/13/2025	1083	\$ 30,739.61
3/13/2025	1086	\$ 52,434.12
3/13/2025	1087	\$ 26,378.81
3/14/2025	1092	\$ 53,280.50
3/14/2025	1095	\$ 32,450.81
3/14/2025	1100	\$ 17,793.15
1/21/2025	1102	\$ 28,932.50
1/21/2025	1104	\$ 27,775.00
1/21/2025	1107	\$ 31,909.32
1/21/2025	1111	\$ 37,213.22
1/21/2025	1113	\$ 5,109.49
1/21/2025	1114	\$ 4,299.36
1/21/2025	1116	\$ 9,580.96
1/21/2025	1117	\$ 328.96